

p 2/02/07 10:20:47 SS
BK 118 PG 290 SS
DE SOTO COUNTY, MS
J.E. DAVIS, CH CLERK

Please Return To:
Walter W. Hays, Jr.
Fortson, Bentley and Griffin, P.A.
P.O. Box 1744
Athens, Georgia 30606

7106548-1151

TERMINATION OF OPTION AGREEMENT

This Termination of Option Agreement (this "Agreement"), made and entered into this 30th day of January, 2007, by and among **OXFORD FOODS, INC.**, a Mississippi corporation as "Licensee", **ZAXBY'S FRANCHISING, INC.**, a Georgia corporation, as "ZFI", and **DIXIE CHICKEN, LLC**, a Georgia limited liability company, as "Landlord";

WITNESSETH:

THAT WHEREAS, Licensee, ZFI, and Landlord entered into that certain Option Agreement dated August 12, 2005 (the "Option Agreement"), a Memorandum of which is recorded in Deed Book 115, page 650, in the Office of the Clerk of DeSoto County, Mississippi, with respect to certain real property more particularly set forth and described on **EXHIBIT "A"** and by reference made of party hereof (the "Premises");

WHEREAS, the parties are desirous of terminating the Option Agreement.

NOW, THEREFORE, for and in consideration of the premises and Ten Dollars (\$10.00) and other good and valuable consideration, in hand paid, the receipt and sufficiency of which are hereby acknowledged, Licensee, ZFI and Landlord agree that the Option Agreement is, and shall be, as of the date hereof, terminated and that parties hereto shall have no further rights or obligations thereunder.

This Agreement is governed by and shall be construed in accordance with the laws of the State of Georgia.

[Signature pages to follow]

!Nepover 2d

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IN WITNESS WHEREOF, the parties have hereunto set their hands, affixed their seals and delivered these presents as of the day and year first written above.

LICENSEE:

OXFORD FOODS, INC.

By: [Signature]
 Name: David M. Bowden
 Title: President

[CORPORATE SEAL]

Signed, sealed and delivered
 in the presence of:

Mary K. Sherry
 Witness

Barbara J. Mertzgluff
 Witness

STATE OF ~~MISSISSIPPI~~ Georgia
 COUNTY OF CLARKE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23 day of January, 2007, within my jurisdiction, the within named David M. Bowden, who acknowledged that he is President of Oxford Foods, Inc., a ~~Mississippi~~ Georgia corporation, and that for and on behalf of the said company, and as its act and deed he executed the above and foregoing instrument.

[Signature]
 Notary Public
 My commission expires: Feb 6, 2010

(Notary Seal)



ZFI:

ZAXBY'S FRANCHISING, INC.

By: [Signature]
 Name: Amy C. Pritchett
 Title: Vice President of Franchise Administration

[CORPORATE SEAL]

Signed, sealed and delivered
 in the presence of:

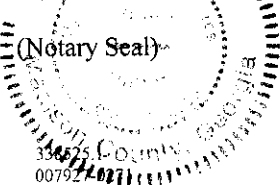
Marianne Epps
 Witness

[Signature]
 Witness

STATE OF GEORGIA
 COUNTY OF OCONEE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 25 day of January, 2007, within my jurisdiction, the within named Amy C. Pritchett, who acknowledged that she is Vice President of Franchise Administration of Zaxby's Franchising, Inc., a Georgia corporation, and that for and on behalf of the said company, and as its act and deed she executed the above and foregoing instrument.

[Signature]
 Notary Public
 My commission expires: _____



LANDLORD:

DIXIE CHICKEN, LLC

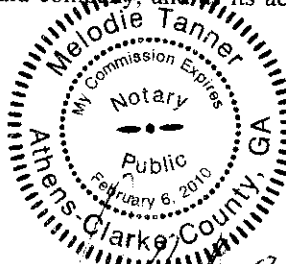
By: WINTOM, L.L.C., Member

Signed, sealed and delivered
in the presence of:Mary K. Shurety
WitnessBy: _____ [SEAL]
Name: Thomas W. Scott, III
Title: Authorized MemberSTATE OF GEORGIA
COUNTY OF OCONEE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 4 day of January, 2007, within my jurisdiction, the within named Thomas W. Scott, III, as Authorized Member of Wintom, L.L.C., who acknowledged that he is a Member of Dixie Chicken, LLC, a Georgia limited liability company, and that for and on behalf of the said company, ~~and as~~ its act and deed he executed the above and foregoing instrument.

Melodie Tanner
Notary Public
My commission expires: Feb. 6, 2010

(Notary Seal)



Mary K. Shurety
Witness

By: _____ [SEAL]
Name: David M. Bowden
Title: Member

STATE OF GEORGIA
COUNTY OF CLARKE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 23 day of January, 2007, within my jurisdiction, the within named David M. Bowden, who acknowledged that he is a Member of Dixie Chicken, LLC, a Georgia limited liability company, and that for and on behalf of the said company, and as its act and deed he executed the above and foregoing instrument.

Melodie Tanner
Notary Public
My commission expires: Feb 6, 2010

(Notary Seal)

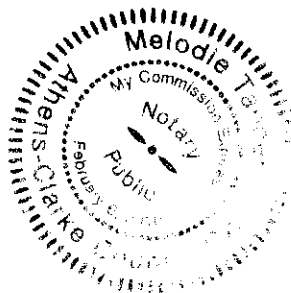


EXHIBIT A

Legal Description

Lot 2, Section A, Olive Branch Commercial Center Subdivision situated in Section 29, Township 1 South, Range 6 West, City of Olive Branch, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 44, page 3, in the office of the Chancery Clerk of DeSoto County, Mississippi.